



Notice to Annual General Meeting in HiQ International AB (publ)

The shareholders of HiQ International AB are hereby invited to the Annual General Meeting to be held on Monday 30 March 2020 at 10.00 a.m. at the company's premises in Stockholm at Katarinavägen 15, 7th floor.

Notice of Attendance

Shareholders who wish to attend the General Meeting shall:

- have entered into the share ledger kept by Euroclear Sweden AB on Tuesday 24 March 2020; and
- give notice of his or her intention to participate at the General Meeting no later than Thursday 26 March 2020.

Notice of attendance at the General Meeting shall be made in writing to HiQ International AB, P.O. Box 4046, SE-102 61 Stockholm, or by telephone +46 8 588 90 000, or by e-mail to anmalan@hiq.se. When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, address, telephone number, shareholdings along with notification of (no more than two) representatives. If participation is by way of proxy, such document should be submitted in connection with the notice of participation of the Meeting. A proxy form will be available at the company's website, www.hiq.se.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting temporarily register the shares in his or her own name. Such shareholder must notify its nominee regarding the above-mentioned matter in due time before 24 March 2020.

Proposed Agenda

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to certify the minutes.
5. Establishment of whether the Meeting has been duly convened.
6. The Managing Director's report.
7. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report.
8. Resolution regarding
 - a) adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet;
 - b) appropriation of the company's profit or loss according to the adopted balance sheet; and
 - c) discharge from liability for the members of the Board of Directors and the Managing Director.
9. Resolution regarding the number of members and deputy members of the Board of Directors.
10. Resolution regarding fees for the Board of Directors and the Auditors.
11. Election of members and deputy members of the Board of Directors.
12. Election of auditor
13. Share split and mandatory redemption programme comprising the following resolutions:
 - a) Resolution to execute a share split;

- b) Resolution to reduce the share capital by mandatory redemption of shares; and
 - c) Resolution to increase the share capital by way of a bonus issue of shares.
14. Resolution to authorise the Board of Directors to resolve on the purchase and transfer of the company's own shares.
 15. Resolution regarding issue of warrants.
 16. Resolution regarding authorisation for the Board of Directors to issue new shares.
 17. Resolution regarding Guidelines for determining salary and other remuneration to the Managing Director and other persons in the company's management.
 18. Other matters duly referred to the Meeting.

Proposals

Dividend (item 8b)

The Board of Directors proposes that no dividend payment shall be made for the 2019 financial year. The Board of Directors instead proposes a share redemption programme as set forth under item 13 below.

Board of Directors etc. (items 1, 9-12)

The Nomination Committee, consisting of Joachim Spetz (Swedbank Robur Fonder), Mats Gustafsson (Lannebo fonder), Lilian Biner (Handelsbanken fonder) and Gunnel Duveblad, proposes that the Chairman of the Board of Directors, Gunnel Duveblad, is elected as Chairman of the Meeting.

The Nomination Committee proposes that the Board shall consist of seven Directors and proposes re-election of Gunnel Duveblad, Erik Hallberg, Ann Hellenius, Raimo Lind, Lars Stugemo and election of Johan Dozzi, born 1969, currently CEO of Tyréns AB and Katarina Axelsson Lindgren, born 1964, currently board member of Fora AB, INR Nordic Holding AB, Länsförsäkringar Skåne and YA Holding AB. Susanne Ehnåge and Ulrika Hagdahl have informed the Nomination Committee that they decline re-election. It is proposed to re-elect Gunnel Duveblad as Chairman of the Board of Directors. Information regarding proposed Directors could be found on www.hiq.se. The Nomination Committee proposes that the remuneration to the Board for the period until the close of the next Annual General Meeting shall be a total of SEK 2 225 000, of which SEK 725,000 shall be allocated to the Chairman of the Board and SEK 275,000 to each of the other Board members not employed by the company and that the remuneration to the chairman of the Audit Committee shall be SEK 125,000. Further, it is proposed that the auditors should be remunerated for services billed. The Nomination Committee proposes re-election of KPMG AB as auditor for the period until the end of the Annual General Meeting held in 2021.

Share split and mandatory share redemption programme (item 13)

The Board of Directors proposes that the Meeting resolves to execute a mandatory redemption programme for all shareholders in accordance with the items below. All resolutions are proposed to be adopted as

one single resolution. A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

Resolution to execute a share split (item 13 a)

The Board of Directors proposes that the Meeting resolves to execute a share split, whereby each HiQ share is to be divided into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the record day for the share split shall be 15 April 2020.

Resolution to reduce the share capital by mandatory redemption of shares (item 13 b)

The Board of Directors proposes that the Meeting resolves to reduce the company's share capital by SEK 2,792,104.35 by way of redemption of a total of 55,842,087 shares, for repayment to the shareholders. In the event that the total number of shares in HiQ increase prior to the record date for the share split, the proposal for resolution to reduce the share capital is to be deemed as amended so that the redemption price shall be increased by SEK 0.05 for each new share in the company. Furthermore, the number of shares subject to redemption shall be increased by the corresponding number of new shares.

The consideration for each redemption share shall be SEK 3.40 (corresponding to a total amount of SEK 189.9 million based on the current number of outstanding shares). The Board of Directors proposes that trading in the redemption shares shall take place from 16 April 2020 up to and including 29 April 2020. The Board of Directors also proposes that the record date for the share redemption shall be 11 May 2020. Payment is expected to be made via Euroclear Sweden AB on or around 14 May 2020.

Resolution to increase the share capital by way of a bonus issue (item 13 c)

In order to achieve a timely and efficient redemption procedure without requiring the leave of the Swedish Companies Registration Office or the court, the Board of Directors proposes that the Meeting resolves to increase the company's share capital by SEK 2,792,104.35 without issuing any new shares by transfer of the issue amount from the company's non-restricted equity to the company's share capital. If the number of outstanding shares increases before the record date for the share split in accordance with the proposal of the Board of Directors for a resolution on the execution of a share split in accordance with item 13 a, the above-mentioned proposals on the bonus issue are deemed to be amended so that the issue price shall be increased by SEK 0.05 for each new share in the company.

Authorisation for the Board of Directors to purchase and transfer the company's own shares (item 14)

The Board of Directors proposes that the Meeting authorises the Board of Directors to pass a resolution on one or more occasions for the period up until the next Annual General Meeting on purchasing so many shares that the company's holding does not at any time exceed 10 percent of the total number of shares in the company. The purchase of shares shall take place on Nasdaq Stockholm and may only occur at a price within the share price interval registered at that time, where share price interval means the difference between the highest buying price and lowest selling price.

Furthermore, it is proposed that the Meeting authorises the Board of Directors to pass resolutions on transferring the company's own shares as payment in connection with an acquisition of companies or businesses, at a price within the share price interval registered at that time.

The purpose of the authorisations is so that the Board of Directors obtains increased freedom to continuously adapt the company's capital structure.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

Resolution regarding issue of warrants (item 15)

The Board of Directors proposes that the General Meeting adopts a resolution to issue no more than 1,000,000 warrants. Each warrant shall entitle the holder to subscribe for one share. Warrants may be issued in two series (Series I and II) with no more than 800,000 warrants in each series. However, the total number of warrants in Series I and II may not exceed 1,000,000 warrants. For warrants in Series I the exercise price shall correspond to 100 per cent of the average exchange quotation of the company's shares during the period commencing 22 April 2020 up to and including 6 May 2020, and for warrants in Series II the exercise price shall correspond to 100 per cent of the average exchange quotation of the company's share during a period of ten trading days immediately following the submission of the interim report for the first three quarters of 2020. The term of each warrant shall be approximately three years from the date the exercise price has been determined.

The right to subscribe for the warrants shall inure to the company or the wholly owned subsidiary HiQ Stockholm AB, which shall transfer the warrants to current and future employees of the group in Sweden and Finland. Transfer of warrants shall be made at market price (the warrant premium) or without consideration according to the following procedure. All entitled employees may not acquire more than 30,000 warrants at market price and shall be guaranteed to acquire 1,000 warrants at market price each. For Key employees the Company shall have a right to, for each acquired warrant, allocate another warrant without consideration. The right to the options given without paid consideration should be conditioned by that the Key employee is employed within the HiQ Group during the term of the warrants. By this procedure, the maximum number to be allocated to each Key employee could amount to maximum 60,000 warrants. The Key employee's gross profit for each option given without consideration should be maximised to 150% of the strike for the option and thereby the number of warrants given without consideration could be decreased proportionally in order to reach this limitation.

If all 1,000,000 warrants are exercised, the share capital of the company will increase by SEK 100,000 corresponding to a dilution of approx. 1.8 per cent of the company's share capital and votes. Considering previously adopted incentive programmes for employees, the total dilution amounts to approx. 6.2 per cent. The value-based dilution from the outstanding programmes, including the proposed program, based on a yearly share price increase of 10 per cent amounts to approx. 1.1 per cent and based on a yearly share price increase of 20 per cent to approx 2.6 per cent.

With the purpose to decrease the dilution from this program, the company intends to purchase own shares corresponding to a maximum of the received proceeds from the utilisation of the warrants for the purchase of shares in 2023. Purchase of own shares requires the Annual General Meeting in 2023 to decide to authorise the Board of Directors to purchase shares. If the share price at the time of subscription amounts to 150 per cent of the subscription price, the dilution, after the purchase of own shares, will amount to 0.6 per cent compared to the 1.8 per cent stated above.

The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the HiQ group and to increase the motivation amongst the employees. The Board of Directors considers that the adoption of an incentive programme as described above is in the favour of the HiQ group and for the shareholders.

With the purpose of increasing participation in the incentive program, the company considers to subsidise the holders of warrants. For Key employees who still are employed by HiQ at the end of the term by way of a bonus payment, which before taxation amounts to the warrant premium. If the group has not achieved its long term financial target (presently the equivalent of an operating profit of 15 per cent) during the period, only 50 per cent of the bonus will be paid. For all other employees participating in the program the company considers to subsidise the holders of warrants, who are still employed by HiQ at the end of the term by way of a bonus payment, which before taxation amounts to the warrant premium.

The company's costs associated with the program outlined above, including costs for the subsidy, cost of warrants given for free and social security fees, are estimated to amount to maximum SEK 8 million in total during the term of the program.

A valid resolution regarding approval of the incentive programme as set out above, requires approval of shareholders representing at least 90 per cent of both the votes cast and the shares represented at the Meeting.

Resolution regarding authorisation for the Board of Directors to issue new shares (item 16)

The Board of Directors proposes that the Board of Directors shall be authorised to resolve to issue of no more than 5,000,000 shares against payment in kind or against set-off payment in connection with acquisitions and payment of additional purchase price, at one or several occasions, during the period until the next Annual General Meeting. In respect of issues of shares against set-off payment, the Board of Directors can decide to deviate from the shareholders' preferential rights.

A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

Resolution regarding guidelines for remuneration of the Senior Executives of the Company (item 17)

The Board of Directors proposes that the General Meeting 30 March 2020 resolves that the following Guidelines for remuneration of the Senior Executives of the Company shall apply until the Annual General Meeting 2024, unless circumstances arise that require prior revision. The Guidelines include the CEO and other members of the Senior Management. Remuneration included in the Guidelines shall include salary and other remuneration to the Senior Management. Remuneration is also including the transfer of securities and the granting of the right to acquire securities from the Company in the future.

The Guidelines' promotion of the Company's business strategy, long-term interests and sustainability

At HiQ we simplify people's lives by using tech, design and creativity to build smart solutions, businesses and brands. We are convinced that tech development is the best way to make the world better, sustainable, smoother, safer – and more fun. The purpose with the remuneration package is to recruit and retain senior executives with high competence and ability to reach set targets, implement HiQ's strategy and fulfil the Company's business strategy, long-term interests and sustainability. For further information on the Company's business strategy, please visit www.hiq.se.

The decision-making process to determine, review and implement the guidelines

The Remuneration Committee consists of all members of the Board of Directors, except the CEO. The committee's tasks include preparing

the Board of Directors' decision relating to remuneration guidelines, remuneration and other terms of employment for the Senior management of Company. The Remuneration Committee shall also monitor and evaluate ongoing and completed programs during the year for variable remuneration to the Senior Management of the Company. They shall also follow and evaluate the application of the guidelines for remuneration to the Senior Management of the Company that the Annual General Meeting is required by law to adopt as well as the applicable remuneration structures and remuneration levels in the Company.

The Board of Directors shall prepare proposals for new Guidelines at least every four years and submit the proposal to the Annual General Meeting for resolution. The CEO and other members of the Senior Management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Types of remuneration, etc.

The remuneration offered shall be on market terms and consists of a fixed salary, variable salary, pension benefits and other benefits. The annual general meeting could in addition – and independent of these guidelines – decide on share and share-based programs and compensations.

Fixed salary

The remuneration consisting of a fixed salary shall be in proportion to the employee's experience, responsibility and authority.

Variable salary

The variable salary shall be in proportion to the employee's responsibility and authority. Moreover, it shall be maximized and is based on the fulfilment of certain levels of performance which coincides with the shareholders' long term interests. The variable part shall, where appropriate, be based on quantitative and qualitative goals.

The total costs incurred by the company for the variable salary for company's management will amount to maximum 100 per cent. of the fixed cost for the salary, depending on whether the performance levels are met.

Pension

Employees of HiQ are offered a premium based pension plan with a right to collect pension from the age of 65. Pension benefits amount to a maximum of 35 per cent. of the fixed salary, not exceeding 10 Price base amount per year and employee.

Other benefits

Other benefits will consist of such benefits, such as company car and wellness subsidies, which are considered as standard according to local practice.

Notice and severance pay

Regarding notice to terminate the employment of the Managing Director, a mutual notice period of six months applies. When notice is given by the company, a severance payment corresponding to ten months salary will be made. When notice is given by the Managing Director, salary and other benefits will be paid for a period of four months after the employment has come to an end, during which time a prohibition of competition applies. Regarding notice for termination of employment of other persons in the company's management, a mutual notice period of three to six months normally applies. When notice is

given by the company to other persons in the company's management a severance payment corresponding to a of maximum six month salary could be made.

Salary and employment conditions for employees

Salary and employment conditions for the employees of the Company have been taken into account in the preparation of these remuneration guidelines by including information on the employees' total income, the components of the remuneration and the increase and growth rate over time have been part of the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the Guidelines and the limitations set out herein are reasonable. In the remuneration report to be prepared regarding paid and outstanding remuneration covered by the Guidelines, the development of the gap between the remuneration of the Senior management and the remuneration of other employees will be reported.

Derogation from the guidelines

The Board of Directors may resolve to derogate from the Guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-

term interests, including its sustainability, or to ensure the Company's financial viability.

The proposal is essentially in line with the guidelines approved at the Annual General Meeting in 2019.

Miscellaneous

From 9 March 2020, the complete text of the Board of Directors' proposals as set out in item 13-17 above and related statements and opinions according to the Companies Act (2005:551) will be obtainable at the company's premises in Stockholm at Katarinavägen 15, 7th floor, on the company's website, www.hiq.se, and sent to the shareholders who have notified to participate at the Annual General Meeting. Other shareholders who wish to receive those documents may notify the company, whereupon the documents will be sent by mail or by email.

As of 27 February 2020, the share capital of the company amounts to SEK 5,584,208.70, divided into 55,842,087 shares with the corresponding amount of votes.

Annual Report

Shareholders who wish to receive the printed version of the Annual Report for the fiscal year 2019, please order the report from the company by telephone +46 8 588 90 000 or by email: anmalan@hiq.se.

Stockholm in February 2020
THE BOARD OF DIRECTORS

HiQ helps to make the world a better place by using technology, design and communication solutions to make people's lives simpler and better. We are the perfect partner for everyone eager to achieve results that make a difference in a digital world. Founded in 1995, HiQ currently has close to 1600 specialists in four countries and is listed on the Nasdaq Stockholm MidCap list. For more information and inspiration, please visit www.hiq.se